

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. Grace & Co., *et al.*,) Case No. 01-1139 (JKF)
)
) (Jointly Administered)
Debtors.)
_____)

**NOTICE OF WITHDRAWAL OF APPEARANCE OF MORRIS JAMES LLP
SOLELY AS IT RELATES TO BRYAN CAVE HRO**

PLEASE TAKE NOTICE that Morris James LLP¹ hereby withdraws their appearance as counsel for Bryan Cave HRO (formerly Holme Roberts & Owen LLP) (the “Company”) in the above-referenced cases (the “Cases”), and request that Morris James LLP be removed from any applicable service lists in the Cases on behalf of the Company.

PLEASE TAKE FURTHER NOTICE that the Company currently has no controversy pending before the Court, and the undersigned certifies that the Company consents to this withdrawal of appearance.

Dated: January 17, 2013

MORRIS JAMES LLP

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Withdrawing Attorneys for Bryan Cave HRO

¹ Morris James LLP represents other parties in the above-captioned cases, and this withdrawal of appearance is only applicable to Bryan Cave HRO.